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TRANSMITTAL LETTER

Date: 1-4-99

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/08/99--01116--013  
\*\*\*\*\*78.00 \*\*\*\*\*78.00

Subject: ALTAGRACIA A. VICTORIA, M.D., P.A.

We enclose an original and one (1) copy of the Articles of Incorporation to be certified for the above corporation and a check in the amount of \$ 78.-

Signature



From: ALTAGRACIA A. VICTORIA, M.D.  
3672 NW 1 STREET  
MIAMI, FLORIDA 33125

Incorporator

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DIVISION OF CORPORATIONS  
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# **ARTICLES OF INCORPORATION**

for

**ALTAGRACIA A. VICTORIA, M.D., P.A.**

I, the undersigned, desiring to organize a professional corporation for the purpose hereinafter stated under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes and other laws of the State of Florida, do hereby adopt the following Articles of Incorporation under the Laws of the State of Florida:

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## **ARTICLE I - NAME**

The name of this corporation shall be: **ALTAGRACIA A. VICTORIA, M.D., P.A**

## **ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
3672 NW 1 STREET MIAMI, FLORIDA 33125

## **ARTICLE III - DURATION**

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

## **ARTICLE IV - PURPOSE**

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to -wit:

A. To carry on, pursuant to the laws of the State of Florida, the professional services rendered by physicians, except that the corporation shall not render professional medical services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such services within the State of Florida;

B. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services within the State of Florida. No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock;

C. To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its incorporate rights, privileges or franchise, or for any other lawful purpose of its incorporation, to issue bond, promissory notes, bills of exchange, debentures or other obligations and evidence of indebtedness, payable at a specified time or times to payable by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objection; except that this provision shall not construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation Act;

D. To do all acts of every kind and nature which are form time to time deemed by the Board of Directors to be necessary, suitable, convenient or proper for the accomplishment of any of the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise;

E. To acquire all or any part of the goodwill, rights, property and service of any person, or professional service corporation or association, heretofore or hereafter engaged in any service which the corporation has the power to conduct; to pay for the same in cash, or stocks or bonds of the corporation providing that such stocks or bonds shall be issued only to an individual who is duly licensed or otherwise legally authorized to render professional medical services in the State of Florida; to hold, utilize or in any manner dispose of all or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any person, professional service corporation or association, and to conduct in any lawful manner the whole or any part of the service thus acquired;

F. To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell and otherwise dispose of alone or in syndicates or otherwise in conjunction with others, and generally deal in and with any or all other the following (hereinafter sometimes referred to collectively as "securities" or individually as "security"): namely, all kinds of shares stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other securities obligations, contracts, certificates of interest, chose in action and evidence of indebtedness generally of any corporation, association, partnership, syndicate, domestic or foreign, and evidences of any interest therein or in respect thereof; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to issue in exchange therefor its own securities in respect thereto; and to promote, manage participate in any act as agent for any underwriting, purchasing or selling syndicate or group and otherwise to take part in and assist in any legal manner, by guaranty or otherwise, to purchase, sale or distribution of any such securities;

G. To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, personal or governmental, municipal, or public authority, domestic or foreign,

located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have interest, and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of the foregoing and to guarantee by endorsement or otherwise the payment of the principal of, or in interest or dividends on, any such security of the foregoing; and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such security;

H. And, without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

#### **ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue one hundred <1,00> shares common stock with a value of One (\$1.00) dollar per share.

#### **ARTICLE VI - STOCK TRANSFERABILITY**

No shareholder of this corporation may sell or transfer his shares in this corporation without such sell or transfer being approved at a stockholders' meeting specially called for such purpose, by the holders of a majority of the outstanding stock. The Board of Directors of this corporation may adopt additional by-laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provision dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

#### **ARTICLE VII - STOCK OWNERSHIP**

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, to fully comply with this corporations requirements that states hereinafter, upon the death of a shareholder, the deceased shareholder's stock shall be first offered for redemption, under the terms and conditions to be agreed upon by and between the corporation and the shareholders. No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

**ARTICLE VIII - VOTING RIGHTS**

Each share of common stock of this corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders.

**ARTICLE IX - PREEMPTIVE RIGHTS**

There shall be no preemptive rights in any stock herein issued or hereafter issued.

**ARTICLE X - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Altagracia A. Victoria, M.D.  
3672 NW 1 STREET  
MIAMI, FLORIDA 33125

**ARTICLE XI - INCORPORATORS**

The name and addresses of the incorporator is:


Altagracia A. Victoria, M.D.  
3672 NW 1 STREET  
MIAMI, FLORIDA 33125


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**ARTICLE XII - INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is:

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of January, 1998.

  
\_\_\_\_\_  
Altagracia A. Victoria, M.D.  
Initial Director / Incorporator

  
\_\_\_\_\_  
Resident Agent

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

First - -ALTAGRACIA A. VICTORIA, M.D., P.A. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3672 NW 1 STREET MIAMI,FLORIDA 33125 has named,ALTAGRACIA A. VICTORIA, MD located at 3672 NW 1 STREET MIAMI,FLORIDA 33125, as its agent to accept service of process within the State of Florida.

SIGNATURE:   
ALTAGRACIA A. VICTORIA, MD

TITLE: Incorporator

DATE: 1-4-99

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

TITLE: Resident Agent

DATE: 1-4-99

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